FORM D

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549



FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

1236	77/
OMB API	PROVAL
OMB Number:	3235-0076
Expires:	May 31, 2005
Estimated average	e burden
hours per respon	nse1
SEC USE	ONLY
Prefix	Serial
DATE RE	CEIVED

Name of Offering (check if this is an amendment and name has changed, and indicate change.) Series B Preferred Stock Financing	
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Type of Filing: New Filing Amendment	Section 4(6) DULOE
A. BASIC IDENTIFICATION DATA	No.
1. Enter the information requested about the issuer Name of Issuer (check if this is an amendment and name has changed, and indicate change.) Anawah Inc.	CLAV & 8 2003
Address of Executive Offices (Number and Street, City, State, Zip Code) 1102 Columbia Street, Suite 600, Seattle, Washington 98104	Telephone Number (Including Area Code) 206-903-0262
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
Brief Description of Business	
Type of Business Organization corporation limited partnership, already formed other	(please specify):
Actual or Estimated Date of Incorporation or Organization: Month Year	Actual Estimated PROCESSED MAY 3 0 2003

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C.

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

. ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

> Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

		A	. BASIC ID	ENTL	FICATION DATA				
Each beneficial owrEach executive office	e issuer, if the issuer h	as beer vote o orate i	or dispose, or direct the ssuers and of corporat	e vote	or disposition of, 10%				securities of the issuer; nd
Check Box(es) that Apply:	Promoter		Beneficial Owner	\boxtimes	Executive Officer	\boxtimes	Director		General and/or Managing Partner
Full Name (Last name first, it	f individual)								
Hunt, Ken	<u></u>								
Business or Residence Addre	,	•							
1102 Columbia Street, Suite						_			
Check Box(es) that Apply:	Promoter	<u>⊠</u>	Beneficial Owner	⊠	Executive Officer	\boxtimes	Director	<u> </u>	General and/or Managing Partner
Full Name (Last name first, it	f individual)								
Knauf, Vic									
Business or Residence Addre	•		•						
1102 Columbia Street, Suite				F Z	F 0.00	F 2	D: .		C 1 1/
Check Box(es) that Apply:	Promoter	⊠ ——	Beneficial Owner	⊠	Executive Officer	⊠ —–	Director		General and/or Managing Partner
Full Name (Last name first, if	findividual)								
McCallum, Claire	07 1 10	. 64	0: (7: (0.1)						
Business or Residence Address 1102 Columbia Street, Suite			-						
		ngton		7	Executive Officer	\boxtimes	Dinastan		Comprel and/or
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Full Name (Last name first, if	individual)								
Wong, Mark									
Business or Residence Addres			-						
1102 Columbia Street, Suite		ngton					<u> </u>		
Check Box(es) that Apply:	☐ Promoter		Beneficial Owner	<u></u>	Executive Officer	⊠	Director		General and/or Managing Partner
Full Name (Last name first, if	individual)								
Baruch, Thomas							<u> </u>		
Business or Residence Address	•	-	•						
1102 Columbia Street, Suite		ngton			Francisco Offices	M	Diameter		Caranal and dan
Check Box(es) that Apply:	☐ Promoter		Beneficial Owner	<u></u>	Executive Officer	⊠ 	Director		General and/or Managing Partner
Full Name (Last name first, if	`individual)								
Cordaro, Christine									
Business or Residence Address		-	•						
1102 Columbia Street, Suite		_			7		D :		2
Check Box(es) that Apply:	Promoter	<u> </u>	Beneficial Owner	<u></u>	Executive Officer	<u>. </u>	Director		General and/or Managing Partner
Full Name (Last name first, if	individual)								
Comai, Luca	· · · · · · · · · · · · · · · · · · ·								
Business or Residence Addres		-	- · · · · · · · · · · · · · · · · · · ·						
1102 Columbia Street, Suite									
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2. E	E E	ach proi ach ben	noter of t eficial ow	he issu ner hav	ving the powe	er has been	n organized within the	e past f	ive years;	6 or m		securities of the issuer;
•					ng partner of	-	-					
Check	Box(es) that	Apply:		Promoter		Beneficial Owner		Executive Officer		Director	General and/or Managing Partner
Full N	ame (Last na	me first,	if indiv	/idual)							
Henik	off, S	teve				_						
Busine	ss or	Resider	nce Addr	ess (N	imber and St	treet, City	, State, Zip Code)					
1102 (Colun	nbia Sti	reet, Suit	te 600,	Seattle, Wa	shington	98104					
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One E	mbai	rcadero	Center,	Suite	3250, San F	rancisco,	California 94111					
Check	Box(es) that	Apply:		Promoter	⊠	Beneficial Owner		Executive Officer		Director	General and/or Managing Partner
Full N	ame (Last na	me first,	if indiv	idual)							
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Busine	ss or	Residen	ice Addre	ess (Nu	imber and St	reet, City	, State, Zip Code)			<u>.</u>		
					(Use bla	ank sheet	or copy and use ad	ditiona	l copies of this sheet	, as ne	ecessary)	
					(. ,						- 47	

								FFERING				
1. Has t	he issuer sold,	or does the i	issuer intend				_	onder ULOE.			Yes	No
2. What	is the minimu	ım investmer	nt that will be	accepted fro	om any indiv	idual?					\$	0
3. Does	the offering p	ermit joint o	wnership of a	single unit?			****************				Yes ⊠	No
remu perso than t	the information neration for so n or agent of a five (5) person r only.	licitation of p broker or de	ourchasers in aler registered	connection v d with the SE	vith sales of s EC and/or wit	ecurities in the	ne offering. I ates, list the	f a person to l name of the b	oe listed is ar roker or deal	n associated ler. If more	Yes Yes Image: All the properties of the prope	·
Full Name	(Last name fir	st, if individ	ual)		···		<u> </u>		71			
Business or	r Residence A	ddress (Num	ber and Stree	t, City, State	e, Zip Code)				·	_ ,		
Name of A	ssociated Brol	er or Dealer										
	hich Person L											
(Check '	'All States" or	check indivi	duals States)		***************************************	••••••	*****************		•••••••••	•••••••	□ A	ll States
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	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE	OF PROCEEDS	
1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \square and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Aggregate	Amount Already
	Type of Security Debt	Offering Price	Sold \$
	Equity	\$_12,000,000	\$ 4,000,000
	☐ Common ☑ Preferred		
	Convertible Securities (including warrants)	\$	\$
	Partnership Interests	\$	\$
	Other (Specify)	\$	\$
	Total	\$_12,000,000	\$_4,000,000
	Answer also in Appendix, Column 3, if filing under ULOE.	• •	
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	·	
		Number Investors	Aggregate Dollar Amount of Purchase
	Accredited investors	4	\$_4,000,000
	Non-accredited Investors		\$
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.	T. 6	D. II
	Type of Offering Rule 505	Type of Security	Dollar Amount Sold
	Regulation A		\$
	Rule 504		\$
	Total		\$
1 .	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		\$
	Printing and Engraving Costs		\$
	Legal Fees	\boxtimes	\$100,000
	Accounting Fees		\$
	Engineering Fees		\$
	Sales Commissions (specify finders' fees separately)		\$
	Other Expenses (identify)		\$
	Total	\boxtimes	\$100,000

C OFFEI	DING BRICE NEW ORDER OF INVESTORS EVERNISES AN	D HER OF BROCKERS	Contract to the contract of th
	RING PRICE, NUMBER OF INVESTORS, EXPENSES AN		
total expenses furnished in response to	gregate offering price given in response to Part C - Question 1 as Part C - Question 4.a. This difference is the "adjusted gross		\$ <u>11,900,000</u>
the purposes shown. If the amount for	ted gross proceeds to the issuer used or proposed to be used for ea any purpose is not known, furnish an estimate and check the box t syments listed must equal the adjusted gross proceeds to the issue 4.b above.	o the	
		Payments to Officers, Directors & Affiliates	Payments To Others
Salaries and fees		🗆 s	S
Purchase of real estate		🗆 \$	\$
Purchase, rental or leasing and installa	tion of machinery and equipment	🗆 \$	S
Construction or leasing of plant buildi	ngs and facilities	🗆 \$	\$
Acquisition of other businesses (included used in exchange for the assets or security).	ding the value of securities involved in this offering that may be urities of another issuer pursuant to a merger)		<u> </u>
Repayment of indebtedness		🗆 s	S
Working capital		🗆 \$	\$ 11,900,000
Other (specify):		🗆 \$	□ s
Column Totals		🗆 \$	\$11,900,000
Total Payments Listed (column to	otals added)	🛭 🕽 \$_11,90	00,000
	D: FEDERAL SIGNATURE		
	ned by the undersigned duly authorized person. If this notice is filed ecurities and Exchange Commission, upon written request of its start) of Rule 502.		
(D. L.)			
ssuer (Print or Type)	Signature //	Date	
Anawah Inc.	Cen lount	Date May 22, 2003	
Anawah Inc. Name of Signer (Print or Type)	Title of Signer (Print or Type)		
Anawah Inc. Name of Signer (Print or Type)	Cen lount		
Anawah Inc. Name of Signer (Print or Type)	Title of Signer (Print or Type)		
Anawah Inc. Name of Signer (Print or Type)	Title of Signer (Print or Type)		
Anawah Inc. Name of Signer (Print or Type)	Title of Signer (Print or Type)		
Anawah Inc. Name of Signer (Print or Type)	Title of Signer (Print or Type)		
Anawah Inc. Name of Signer (Print or Type)	Title of Signer (Print or Type)		
Anawah Inc. Name of Signer (Print or Type)	Title of Signer (Print or Type)		
Anawah Inc. Name of Signer (Print or Type) Ken Hunt	Title of Signer (Print or Type)		
Anawah Inc. Name of Signer (Print or Type)	Title of Signer (Print or Type)		

1.	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes	No
	See Appendix, Column 5, for state response.		
2.	The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice or 239,500) at such times as required by state law.	Form D (17 CFR
3.	The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the	issuer to	offerees.
4.	The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemp establishing that these conditions have been satisfied.		

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date	···
Anawah Inc.	Mey aux	May 22, 2003	
Name of Signer (Print or Type)	Title of Signer (Print or Type)		-
Ken Hunt	Chief Executive Officer		

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

1		2	3				5		
	non-action investigation	to sell to credited tors in ate -Item 1)	Type of security and aggregate offering price offered in state (Part C – Item 1)		Disqualification under State ULOE (if yes, attach explanation of waiver granted (Part E-Item 1)				
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL	Its	110		111VESTO13	Amount	THVESTORS	Amount	ies	140
AK				 					
AZ	-								
AR									
CA		Х	\$12,000,000 Series B Preferred Stock	3	\$2,666,667				х
СО									
CT									
DE									
DC									
FL				 					-
GA									
HI									
ID									
IL									
ΙΝ							· · · · · · · · · · · · · · · · · · ·		
IA									
KS									
KY									
LA									
ME]
MD									
MA									
MI									
MN									
MS									
МО									
MT									
NE									
NV									

APPENDIX

1		2	3			4			5_
	non-acc invest	to sell to credited tors in ate -Item 1)	Type of security and aggregate offering price offered in state (Part C – Item 1)		amount purc	nvestor and chased in State C-Item 2)		UL (if yes,	State OE attach ation of granted
				Number of		Number of			
State	Yes	No		Accredited Investors	Amount	Non-Accredited Investors	Amount	Yes	No
NH	163	110		Investors	Amount	investors	Amount	165	110
NJ									
NM									
NY									
NC		-	-						
ОН									
OK									
OR									
PA	,								
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
WI									
WY									
PR				-					